

**AMENDED AND RESTATED BYLAWS OF  
COLLIER CLUB HOMEOWNER'S ASSOCIATION OF  
INDIAN RIVER COUNTY, INC.**

A Florida Not-for-Profit Corporation

\*Corrective recording

WHEREAS, at a duly called and properly noticed meeting of the Owners of the Association, in accordance with the requirements of Florida law, Article VIII of the Bylaws of Collier Club Homeowner's Association of Indian River County, Inc. (the "Original Bylaws"), and the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Collier Club PD, as recorded in Official Record Book 1255, beginning at Page 1470 of the Public Records of Indian River County, Florida, not less than a majority of the voting interests of the membership affirmatively voted to amend the Bylaws as follows.

NOW, THEREFORE, in consideration of the foregoing, the Original Bylaws are hereby deleted in their entirety and replaced by these AMENDED AND RESTATED BYLAWS OF COLLIER CLUB HOMEOWNER'S ASSOCIATION OF INDIAN RIVER COUNTY, INC. ("Bylaws" herein), as hereinafter set forth:

**ARTICLE I – OFFICES**

The principal office of the corporation shall be in the City of Vero Beach, County of Indian River, of the State of Florida. The corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE II – PURPOSES**

The purposes for which this corporation has been organized are as follows:

1. To establish, maintain and operate a corporation not-for-profit, to uphold, maintain and promote the property interests and rights of member property owners and residents of the The Properties subject, or hereinafter subject, to the Master Declaration of Covenants, Reservations and Restrictions of Collier Club, PD as recorded in the Public Records of Indian River County, Florida and as amended from time to time (the "Declaration"), and to do any other thing necessary or desirable in the interests of the safety, health protection, comfort and convenience, of such member property owners and residents.
2. To make and establish reasonable rules and regulations governing the use and maintenance of The Properties described above.
3. To collect, from time to time, Regular Assessments and Special Assessments from Owners to defray expenses of operation of the corporation, including, but not limited to, security, taxes, maintenance, utilities, reserves and expenditures for capital improvements and repair of commonly-owned property with particular reference to entrance way, non-governmental roads and right-of-way areas, drainage facilities, sewage lines, storm water management systems, and common landscape area.
4. To enforce and abide by the provisions of any covenants or restrictions which are, and may be, applicable to The Properties and which may be adopted and amended from time to time as provided in the By-Laws and Governing Documents of the Association.

**ARTICLE III – MEMBERSHIP**

1. **QUALIFICATIONS FOR MEMBERSHIP.**

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is now or hereinafter may be subject to the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Collier Club PD shall be a Member of the Association; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

**2. MEMBERSHIP MEETINGS.**

The Annual Meeting of the Members of the corporation shall be held in the month of March of each year. The Secretary shall cause to be mailed to every Member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the Annual Meeting.

The presence at any Membership Meeting of not less than thirty percent (30%) of the Members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the Bylaws and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those Members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of Members as of the record date, certified by the Secretary of the corporation, shall be produced at any Membership Meeting upon the request of any Member who has given written notice to the corporation that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

**3. SPECIAL MEETINGS.**

Special Meetings of the corporation may be called by the Board of Directors. The Secretary shall cause a notice of such meeting to be mailed to all Members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**4. FIXING RECORD DATE.**

For the purpose of determining the Members entitled to notice of, or to vote at any Membership Meeting, or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the Members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of Members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

**5. ACTION BY MEMBERS WITH A MEETING.**

Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the Members entitled to vote thereon.

**6. PROXIES.**

Every Member entitled to vote at a Membership Meeting, or to express consent or dissent without a meeting, may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the Member or his attorney-in-fact. No proxy shall be valid more than ninety (90) days after the date of the meeting for which it was originally given. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

**7. ORDER OF BUSINESS.**

The order of business at all Membership Meetings shall be as follows:

- (a) Roll call
- (b) Reading of the minutes of the preceding meeting
- (c) Reports of committees
- (d) Reports of officers
- (e) Old and unfinished business
- (f) New Business
- (g) Open forum
- (h) Adjournments

**8. MEMBERSHIP DUES.**

Membership dues shall be established from time to time as set forth in the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Collier Club PD in accordance with Florida laws regarding homeowner associations. There shall be a one-time application fee for new Members of the Association and such fee shall not exceed the limit set by state law.

**ARTICLE IV – DIRECTORS**

**1. MANAGEMENT OF THE CORPORATION.**

The corporation shall be managed by the Board of Directors which shall consist of not less than three (3) Directors. Each Director shall be at least nineteen (19) years of age.

**2. ELECTION AND TERM OF DIRECTORS.**

At each Annual Meeting of Members, the Membership shall elect the Directors. The term of each Director's service shall be two (2) years and shall extend until their successor is duly elected and qualified, or until they are removed or resign.

Election of Directors will be conducted in the following manner:

- A.** The Election of Directors shall be held at the Annual Meeting of the Members.

**B.** The Association's Board of Directors shall be elected by a written ballot, voting machine or electronically as follows:

1. Not less than sixty (60) days before a scheduled election, the Association shall mail, hand deliver or send electronically to each Lot Owner entitled to vote a first notice of date of election which shall include notification that any Lot Owner or other eligible person desiring to be a candidate for the Board shall give written notice to the Secretary of the Association not less than forty (40) days before a scheduled election, and that they may include an information sheet, no larger than 8 1/2" x 11," furnished by the candidate, to be included with the mailing of the ballot.

2. Not less than thirty (30) days before the election meeting, the Association shall mail, hand deliver or send electronically a Second Notice of Annual Meeting to all Lot Owners entitled to vote together with a ballot and any information sheets received from candidates.

3. Elections shall be decided by a plurality of written ballots cast regardless of quorum; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election of Members of the Board of Directors.

4. Notwithstanding the provisions of this paragraph, an election and balloting are not required unless more candidates file notices of intent to run or are nominated than vacancies exist on the Board.

5. If two (2) or more candidates for the same position receive the same number of votes which would result in one (1) or more candidates not serving or serving a lesser term, the Association shall conduct a runoff election in accordance with the following procedures:

a. The only candidates eligible for the runoff election for the Board positions are the candidates who received the tie votes at the previous election.

b. The notice of runoff election shall be mailed, hand delivered or sent electronically to the voters, by the Board of Directors within seven (7) days of the date of the election at which the tie vote occurred. The notice shall inform the voters of the date, time and place of the runoff election and shall include a ballot and copies of any candidate's information sheets previously submitted by the runoff candidates. The runoff election must be held not less than twenty-one (21) days nor more than thirty (30) days after the date of the election at which the tie occurred.

**C.** Except as to vacancies resulting from removal of Directors by Members, vacancies on the Board of Directors occurring between Annual Meetings of Members shall be filled by a majority vote of the remaining Directors.

**D.** Any Director may be removed with or without cause by a vote or agreement in writing of a majority of all Lot Owners at a Special Meeting of the Members called for that purpose. The vacancy on the Board of Directors so created will be filled by the Members of the Association at the same meeting.

**3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.**

The number of Directors may be increased or decreased by vote of the Members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

**4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

**5. REMOVAL OF DIRECTORS.**

Directors may be removed with or without cause only by vote or written agreement of the Members.

**6. RESIGNATION.**

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

**7. QUORUM OF THE DIRECTORS.**

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

**8. ACTION OF THE BOARD.**

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one (1) vote.

**9. PLACE AND TIME OF BOARD MEETINGS.**

The Board may hold its meetings at the office of the corporation or at such other places, either within or outside the state, as it may from time to time determine.

**10. REGULAR ANNUAL MEETING OF THE BOARD.**

A regular Annual Meeting of the Board shall be held immediately following, and at the same place of, the Annual Meeting of the Members.

**11. NOTICE OF MEETING OF THE BOARD, ADJOURNMENT.**

Regular meetings of the Board may be held without notice to Board Members at such time and place as it shall from time to time determine. Special Meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days' notice to each Director either personally or by mail or by wire; Special Meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

Notice of meetings of the Board of Directors, which must specifically include an Agenda, shall be posted at a conspicuous location on The Properties at least forty-eight (48) hours in advance of the meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

## **12. CHAIRMAN.**

At all meetings of the Board, the President, or in his absence, a Chairman chosen by the Board shall preside.

## **13. EXECUTIVE AND OTHER COMMITTEES.**

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of three (3) or more Directors. Each such committee shall serve at the pleasure of the Board.

## **14. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

A. All of the general powers and duties of the Association shall be exercised by the Board of Directors, including those existing under the common law and statutes, the Articles of Incorporation of the Association, these Bylaws and the Master Declaration of Covenants, Reservations and Restrictions of Collier Club, PD.

B. Emergency powers shall be exercised by the Board of Directors if a quorum of Association Directors cannot be readily assembled because of some catastrophic event. In an emergency, the following powers shall apply to the extent not viewed to be in conflict with Florida's Homeowners' Association Act:

1. In anticipation of or during any emergency, the Board of Directors of the Association may:

a. Name persons who are not Board Members as Assistant Officers. The Assistant Officers so named shall have the same authority as the Executive Officers to whom they are assisting, during the period of the emergency, to accommodate the incapacity of any Officer of the Association; and

b. Relocate the principal office or designate alternate principal offices or authorize the Officers to do so.

2. During any emergency, notice of a meeting of the Board of Directors shall be given to only those Directors whom it is practicable to reach and may be given in any

practicable manner, including by publication and radio, the Director or Directors in attendance at a meeting shall constitute a quorum.

3. Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Association is binding upon the Association and shall have the presumption of being reasonable and necessary.

4. An Officer, Director or employee of the Association acting in accordance with these emergency powers is only liable for willful misconduct.

5. The provisions of these emergency powers supersede any inconsistent or contrary provisions of the Bylaws for the period of the emergency.

#### **ARTICLE V – OFFICERS**

##### **1. OFFICES, ELECTION, TERM.**

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All Officers shall be elected or appointed to hold office until the meeting of the Board following the Annual Meeting of Members. Each Officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

##### **2. REMOVAL AND RESIGNATION.**

Any Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an Officer, the Board in its sole discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

##### **3. PRESIDENT.**

The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the Members and of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

##### **4. VICE-PRESIDENTS.**

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

##### **5. TREASURER.**

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the President; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board

of Directors and shall be countersigned by the President; he shall at all reasonable times exhibit his books and accounts to any Director or Member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the Annual Meeting of the Members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

**6. ASSISTANT-TREASURER.**

During the absence or disability of the Treasurer, the Assistant-Treasurer, or if there are more than one, the one so designated by the Secretary or by the Board, shall have the powers and functions of the Treasurer.

**7. SECRETARY.**

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the Members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the corporation and, shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are Members of the corporation, showing their places of residence and the time when they became Members.

**8. ASSISTANT-SECRETARIES.**

During the absence or disability of the Secretary, the Assistant-Secretary, or if there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.

**9. SURETIES AND BONDS.**

In case the Board shall so require, any Officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

**ARTICLE VI – SEAL**

The seal of the corporation shall be as follows:

**ARTICLE VII – CONSTRUCTION**

If there be any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation shall govern.



**ARTICLE VIII – AMENDMENTS**

The Bylaws may be adopted, amended or repealed by a majority vote of the Members.

**ARTICLE IX - ENFORCEMENT OF DECLARATION OF COVENANTS AND RESTRICTIONS, BYLAWS, RULES AND REGULATIONS**

The Board of Directors may impose fines against any Member or any Member's tenant, guest, or invitee in such reasonable sums as they may deem appropriate, up to one hundred dollars (\$100.00) per day, not to exceed a total of one thousand dollars (\$1,000.00), for violations of the Master Declaration of Covenants, Reservations and Restrictions of Collier Club, PD, these Bylaws or lawfully adopted Rules and Regulations, by Owners, their guests or tenants. Before levying a fine pursuant to this paragraph, the Board of Directors shall afford an opportunity for hearing before a committee of the Association to the party against whom the fine is sought to be levied, after reasonable notice of not less than fourteen (14) days. This notice shall include: (a) a statement of the date, time and place of the hearing; (b) a statement of the provisions of the Declaration of Covenants and Restrictions, these Bylaws or lawfully adopted Rules and Regulations which have allegedly been violated; and (c) a short and plain statement of matters asserted by the Association. The party against whom the fine may be levied shall have an opportunity to respond, to present evidence and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge and respond to any material considered by the Association. Upon the levy of any fine, the Board may collect such fines like assessments in one (1) or more installments. Each day of violation shall constitute a separate violation. The affected Lot Owner, whether the offending party or not, shall always be given notice of the hearing.

**ARTICLE X – INDEMNIFICATION**

Every Officer and Director of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorneys' fees incurred and imposed in connection with any legal proceedings to which they may be a party, or in which they may become involved by reason of their being or having been an Officer or Director of the Association, whether or not they are an Officer or Director at the time the expenses are incurred. The Officer or Director shall not be indemnified if they are adjudged guilty of gross negligence, willful misconduct, or having breached their fiduciary duty to the Members of the Association. The Association shall not be liable, however, for payment of a voluntary settlement unless it is first approved by the Board of Directors. The foregoing rights shall be in addition to and not exclusive of all other rights to which the Director or Officer may be entitled.

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned, being the authorized representatives of Collier Club Homeowner's Association of Indian River County, Inc. hereunder, has hereunto set its hand and seal this 9 day of JUNE, 2020.

WITNESSES:

COLLIER CLUB HOMEOWNER'S ASSOCIATION OF INDIAN RIVER COUNTY, INC., a Florida corporation

Debra Snow  
Print Name: Debra Snow

By: John S. Galladay  
Print Name: JOHN S. GALLADAY  
Title: PRESIDENT

William Lee  
Print Name: William Lee

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

John Galladay The foregoing instrument was acknowledged before me this 9 day of June, 2020, by ~~Maria Molina~~, President of Collier Club Homeowner's Association of Indian River County, Inc., a Florida corporation. He is [  ] personally known to me or [  ] has produced a valid Florida License as identification.

[Seal]

Barbara Kaplan  
NOTARY PUBLIC, State of Florida  
Print Name: BARBARA KAPLAN  
My Commission Expires: \_\_\_\_\_

